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**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

January 12, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum Of Additional Collateral, dated as of January 12, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A.

The names and addresses of the parties to the enclosed document are:

[Secured Party: Bank of America, N.A., as Collateral Agent  
901 Main Street, 14<sup>th</sup> Floor  
Dallas, Texas 75202]

Grantor: The CIT Group/Equipment Financing, Inc.  
c/o CIT Group Inc.  
1 CIT Drive  
Livingston, New Jersey 07039

Chief, Section of Administration  
January 12, 2010  
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A description of the railroad equipment covered by the enclosed document is:

All rolling stock now owned or hereafter acquired by the Grantor, including without limitation the following 134 railcars:

CEFX 303125 - CEFX 303177  
CTCX 710091  
CTCX 710122 - CTCX 710166  
CTCX 710169  
CTCX 780616 - CTCX 780649

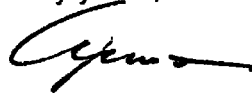
A short summary of the document to appear in the index is:

Memorandum Of Additional Collateral.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bhs  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ADDITIONAL COLLATERAL**

THIS MEMORANDUM OF ADDITIONAL COLLATERAL, dated as of January 12, 2010 (this "Memorandum"), is made by The CIT Group/Equipment Financing, Inc. (the "Grantor"), in favor of Bank of America, N.A., as Collateral Agent (as defined in the Credit Agreement described below) for the Secured Parties (in such capacity, the "Collateral Agent").

- A. **WHEREAS**, the Grantor, the Collateral Agent and the Secured Parties are parties to that certain Second Amended and Restated Credit and Guaranty Agreement, dated as of October 28, 2009 (as the same may be amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), pursuant to which the Secured Parties agreed to extend a term loan facility and other financial accommodations to the Borrowers. Unless otherwise specified, all capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Credit Agreement.
- B. **WHEREAS**, to secure the Grantor's Obligations to the Collateral Agent and the Secured Parties, the Grantors executed and delivered to the Collateral Agent that certain Second Amended and Restated Collateral Agreement, dated as of October 28, 2009 (as the same may be amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which, among other things, the Grantor granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a first priority perfected lien on and security interest rights in all of the Grantor's Collateral (as defined in the Security Agreement) now held by the Collateral Agent and Secured Parties pursuant to the Security Agreement, as described in more detail in the said Security Agreement and the Memoranda recorded with the Surface Transportation Board under Recordation Numbers 28010 and 28010-A, including the equipment listed and described on the schedules attached to those Memoranda.
- C. **WHEREAS**, the Grantor has acquired an ownership interest in the railroad equipment listed and described on Schedule A attached hereto.
- D. **NOW THEREFORE**, the Grantor reaffirms the above-described grant of security, including the grant to the Collateral Agent (including any successor collateral agent), for its benefit and the ratable benefit of the Secured Parties, of a continuing, first priority security interest in and to, and lien on all of the Grantor's right, title and interest in, the Collateral, including all railroad equipment listed and described on Schedule A attached hereto, intending to show herein that such listed equipment is a part of such Collateral and ;
- E. **ACCORDINGLY**, the Grantor has caused this memorandum to be executed by its offices thereunto duly authorized, as of the date first above written.

SIGNATURE APPEARS ON THE FOLLOWING PAGE

IN WITNESS WHEREOF, the Grantor has caused this Memorandum of Security Agreement to be executed as of the date first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC., as  
Grantor

By: [Signature]

Name: Barry J. Nohally

Its: Senior Vice President

State of Illinois

County of COOK, ss: \_\_\_\_\_



On this 12 day of Jan., 2010, before me personally appeared Barry J. Nohally to me known, who being by me duly sworn, says that (s)he is the SVP of The CIT Group/Equipment Financing, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]  
\_\_\_\_\_  
Signature of Notary Public

My Commission expires 8/11/2013

Schedule A

Car Mark	Car Number	AAR Car Type Code
cefx	303125	C112
cefx	303126	C112
cefx	303127	C112
cefx	303128	C112
cefx	303129	C112
cefx	303130	C112
cefx	303131	C112
cefx	303132	C112
cefx	303133	C112
cefx	303134	C112
cefx	303135	C112
cefx	303136	C112
cefx	303137	C112
cefx	303138	C112
cefx	303139	C112
cefx	303140	C112
cefx	303141	C112
cefx	303142	C112
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cefx	303168	C112
cefx	303169	C112

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cefx	303174	C112
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cefx	303177	C112
ctcx	710091	T106
ctcx	710122	T106
ctcx	710123	T106
ctcx	710124	T106
ctcx	710125	T106
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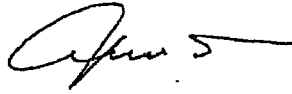
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ctcx	780647	T389
ctcx	780648	T389
ctcx	780649	T389

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/12/2010



\_\_\_\_\_  
Robert W. Alvord